

SCHEDULE 5, SIGNIFICANT CHANGES DURING THE YEAR

Give particulars of:

1. Issuances of capital stock or long-term debt (including dates, amounts, regulatory authorization and proceeds.)

Not Applicable

2. Changes in franchise rights

None

3. Significant changes in plant

Increase in system capacity and improvement of system coverage.

4. Changes in ownership or control

None

5. Other significant changes. Include rate changes.

None

INSTRUCTIONS TO SCHEDULE 6, COMPARATIVE BALANCE SHEET

1. List the accounts representing assets and liabilities of the licensee. Licensees who, in addition to providing licensed cellular communications service, are engaged in other operations, shall combine assets and liabilities related to other operations on line numbers 11, 17 and 25, page 7, and line numbers 11 and 16 on page 8. The accounts so combined shall be restricted to those specifically mentioned on these lines. If other accounts contain material amounts which can be determined without allocation or analysis for other than licensed cellular operations, the licensee shall show the following information for each account:
 - a. Account number and title
 - b. Amount directly related to other than licensed cellular operations.

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SCHEDULE 6, COMPARATIVE BALANCE SHEET

| Line No. | Account No. | | Balance at beginning of year | Balance at end of year | Increase or (decrease) |
|----------|--------------------|--|------------------------------|------------------------|------------------------|
| | | <u>Assets and Other Debits</u> | | | |
| | | <u>Current Assets</u> | | | |
| 1 | 100 | Cash | 5,199 | 4,000 | (1,199) |
| 2 | 101.1&.3 | Accounts receivable | 1,728,215 | 2,973,626 | 1,245,411 |
| 3 | 102.1&.2 | Allowance for Uncollectible Accounts | (190,217) | (189,775) | 442 |
| 4 | 103 | Income Taxes Receivable | 0 | 0 | 0 |
| 5 | 104.1&.2 | Notes Receivable - Total | 0 | 0 | 0 |
| 6 | 105 | Prepayments - Total | 0 | 53,972 | 53,972 |
| 7 | 106.1&.3 | Materials and Supplies | 107,336 | 167,594 | 60,258 |
| 8 | 107 | Interest and Dividends Receivable | 0 | 0 | 0 |
| 9 | 108.1&.3 | Other Current Assets | 0 | 123,782 | 123,782 |
| 10 | 109.1&.2 | Accumulated Deferred Income Taxes - Current - Cellular Communications Operations | 0 | 0 | 0 |
| 11 | | Current Assets - Non-Cellular Operations (Include Accounts 101.2, 106.2, 108.2, 109.3 and 109.4) | 0 | 0 | 0 |
| 12 | | Total Current Assets | 1,650,533 | 3,133,199 | 1,482,666 |
| | | <u>Deferred Charges</u> | | | |
| 13 | 110 | Deferred Charges (Schedule 11) | 0 | 0 | 0 |
| 14 | 111 | Unamortized Debt Expense | 0 | 0 | 0 |
| 15 | 112 | Intangible Assets | 0 | 0 | 0 |
| 16 | 113.1&.2 | Accumulated Deferred Income Taxes - Non-Current Cellular Communications Operations | 0 | 0 | 0 |
| 17 | | Deferred Charges - Non-Cellular Operations (Include Accounts 113.3 and 113.4) | 0 | 120,000 | 120,000 |
| 18 | | Total Deferred Charges | 0 | 120,000 | 0 |
| | | <u>Long Term Assets</u> | | | |
| | | <u>Cellular Investment and Other Long-Term Assets</u> | | | |
| 19 | 120.1&.3 | Other Long Term Assets | 0 | 0 | 0 |
| 20 | 121.1&.2 | Investments - Total | 0 | 0 | 0 |
| 21 | | Total Cellular Investments and Other Long-Term Assets | 0 | 0 | 0 |
| | | <u>Cellular Communications Plant</u> | | | |
| 22 | 122, 123, 124, 125 | Total Gross Cellular Communications Plant (Schedule 10) | 23,156,199 | 31,317,927 | 8,161,728 |
| 23 | 126 & 127 | Accumulated Depreciation & Amortization of Cellular Communications Plant | (3,510,536) | (5,881,961) | (2,371,425) |
| 24 | | Total Net Cellular Communications Plant | 19,645,663 | 25,435,966 | 5,790,303 |
| 25 | | Long-Term Assets - Non-Cellular Operations (Include Accounts 120.2, 121.2, 130 and 131) | 0 | 0 | 0 |
| 26 | | Total Long-Term Assets | 19,645,663 | 25,435,966 | 5,790,303 |
| 27 | | Total Assets and Other Debits | 21,296,196 | 28,689,165 | 7,272,969 |

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SCHEDULE 6, COMPARATIVE BALANCE SHEET

| Line No. | Account No. | | Balance at beginning of year | Balance at end of year | Increase or (decrease) |
|----------|-------------|---|------------------------------|------------------------|------------------------|
| | | <u>Liabilities and Equity</u> | | | |
| | | <u>Current Liabilities</u> | | | |
| 1 | 200.1&.3 | Notes Payable—Total | 0 | 0 | 0 |
| 2 | 201.1&.2 | Accounts Payable | 974,520 | 1,932,574 | 958,054 |
| 3 | 202.1&.2 | Accrued Liabilities—Total | 311,157 | 765,996 | 454,839 |
| 4 | 203 | Advance Billing and Payment | 233,322 | 137,862 | (95,460) |
| 5 | 204 | Taxes Accrued | 496,452 | 498,935 | 2,483 |
| 6 | 205 | Interest Accrued | 0 | 0 | 0 |
| 7 | 206.1&.3 | Other Current Liabilities | 0 | 0 | 0 |
| 8 | 207 | Current Maturities of Long-Term Debt | 0 | 0 | 0 |
| 9 | 211.1&.2 | Accumulated Deferred Income Taxes— Current—Cellular Communications Operations | 0 | 0 | 0 |
| 10 | 214 | Customer Deposits | 58,250 | 103,222 | 44,972 |
| 11 | | Current Liabilities—Non-Cellular Operations (Include Accounts 206.2, 211.3 and 211.4) | 0 | 0 | 0 |
| 12 | | Total Current Liabilities | 2,073,701 | 3,438,589 | 1,364,888 |
| | | <u>Deferred Credits</u> | | | |
| 13 | 216 | Other Deferred Credits (Schedule 11) | 124,664 | 219,265 | 94,601 |
| 14 | 219.1&.2 | Unamortized Deferred Investment Tax Credits—Cellular Communications Operations | 0 | 0 | 0 |
| 15 | 220.1&.2 | Accumulated Deferred Income Taxes— Non-Current—Cellular Communications Operations | 0 | 0 | 0 |
| 16 | | Deferred Credits—Non-Cellular Operations (Include Accounts 219.3, 219.4, 220.3 and 220.4) | 0 | 0 | 0 |
| 17 | | Total Deferred Credits | 124,664 | 219,265 | 94,601 |
| | | <u>Long-Term Liabilities</u> | | | |
| 18 | 221 | Obligations on Capital Leases | 0 | 0 | 0 |
| 19 | 223 | Advances from Affiliated Companies | 3,480,171 | 651,073 | (2,829,098) |
| 20 | 224 | Unamortized Premium and Discount on Long-Term Debt | 0 | 0 | 0 |
| 21 | 225 | Long-Term Debt (Schedule 13) | 0 | 0 | 0 |
| 22 | | Total Long-Term Liabilities | 3,480,171 | 651,073 | (2,829,098) |
| | | <u>Equity</u> | | | |
| 23 | 230 | Common Stock (Schedule 13) | 0 | 0 | 0 |
| 24 | 231 | Preferred Stock (Schedule 13) | 0 | 0 | 0 |
| 25 | 232 | Other Paid-In Capital | 0 | 0 | 0 |
| 26 | 233 | Retained Earnings (Schedule 8) | 0 | 0 | 0 |
| 27 | 234 | Proprietary Capital—Proprietorship and Partnership (Schedule 8) | 15,617,660 | 24,380,238 | 8,762,578 |
| 28 | | Total Equity | 15,617,660 | 24,380,238 | 8,762,578 |
| 29 | | Total Liabilities and Equity | 21,296,196 | 28,689,165 | 7,392,969 |

INSTRUCTIONS FOR SCHEDULE 7, INCOME AND RETAINED
EARNINGS OR PROPRIETARY CAPITAL STATEMENTS

1. Show the requested information regarding transactions during the year.
2. For those extraordinary items reflected on this schedule, please provide the following information for each item:
 - a. Nature of extraordinary item
 - b. Amount of extraordinary item before considering the related income tax effects
 - c. Amount of the income tax effect related to the extraordinary item
3. For those prior period adjustments reflected on this schedule, please provide the following information for each adjustment:
 - a. Nature of the prior period adjustment
 - b. The effect on net income and the period to which the adjustment related
 - c. Amount of the prior period adjustment before considering the related income tax effects
 - d. Amount of the income tax effects related to the prior period adjustment
4. For those amounts of miscellaneous debits and credits reflected in the Retained Earnings and Proprietary Capital Statements in this Schedule, please provide the following information:
 - a. Description of each transaction included in these amounts
 - b. The amount of each above described transaction before considering the related income tax effects
 - c. Amount of the income tax effects related to each above described transaction

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SCHEDULE 7, INCOME STATEMENT

| Line No. | Account No. | Income Statement Wholesale Cellular, Retail Cellular and Non-Cellular Operations | Current Year |
|----------|-------------|--|-----------------|
| | | <u>Wholesale Cellular Communications Operating Income</u> | |
| 1 | 400 | Operating Revenues – Wholesale | 13,489,544 |
| 2 | 401 | Operating Expenses – Wholesale | 9,639,850 |
| 3 | | Operating Income Before Income Taxes – Wholesale | 3,849,694 |
| 4 | 402 | Operating Income Taxes – Wholesale | 0 |
| 5 | 403 | Operating Income Taxes Deferred – Wholesale | 0 |
| 6 | 405 | Investment Tax Credits – Wholesale | 0 |
| 7 | | Net Operating Income – Wholesale | 3,849,694 |
| | | <u>Retail Cellular Communications Operating Income</u> | |
| 8 | 400 | Operating Revenues – Retail | 12,949,634 |
| 9 | 401 | Operating Expenses – Retail | 12,268,416 |
| 10 | | Operating Income Before Income Taxes – Retail | 681,218 |
| 11 | 402 | Operating Income Taxes – Retail | 0 |
| 12 | 403 | Operating Income Taxes Deferred – Retail | 0 |
| 13 | 405 | Investment Tax Credits – Retail | 0 |
| 14 | | Net Operating Income – Retail | 681,218 |

(Continued)

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SCHEDULE 7, INCOME STATEMENT

| Line No. | Account No. | | Current Year |
|----------|-------------|---|--------------|
| | | <u>Income From Non-Cellular Operations</u> | |
| 1 | 450 | Income—Non-Cellular Operations | 1,622,027 |
| 2 | 454 | Income Deductions—Non-Cellular Operations | 3,364,262 |
| 3 | | Non-Cellular Operating Income | (1,742,235) |
| 4 | 456 | Interest Expense | 0 |
| 5 | | Total Net Income (Before Extraordinary Items) | (1,742,235) |
| 6 | 458 | Extraordinary Items (net of tax effect) | 0 |
| 7 | | Total Net Income (After extraordinary items) | 2,788,677 |
| | | Note— | |
| | | If retail cellular communications operations are not regulated, revenues and expenses from such operations should be reported as income from non-cellular operations. | |

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Schedule 8, Retained Earnings and
Partnership Capital Statements

| Line No. | Account No. | | Current Year |
|----------|-------------|--|--------------|
| | | <u>Retained Earnings Statement</u> | |
| 1 | 233 | Retained Earnings (at beginning of year) | 0 |
| 2 | | Net Income (or loss) for the year | 0 |
| 3 | | Prior Period Adjustment (s) | 0 |
| 4 | | Miscellaneous Credits | 0 |
| 5 | | Total Credits | 0 |
| 6 | | Dividends Declared | 0 |
| 7 | | Prior Period Adjustment (s) | 0 |
| 8 | | Miscellaneous Debits | 0 |
| 9 | | Total Debits | 0 |
| 10 | | <u>Retained Earnings (at end of year)</u> | 0 |
| | | <u>Partnership Capital Statement</u> | |
| 11 | 234 | Partnership Capital—(at beginning of year) | 15,617,661 |
| 12 | | Net Income (or loss) for the year | 2,788,677 |
| 13 | | Prior Period Adjustment (s) | |
| 14 | | Partners' Capital Contribution | 5,973,900 |
| 15 | | Miscellaneous Credits | 0 |
| 16 | | Total Credits | 8,762,577 |
| 17 | 234.1 | Partners' Drawings | 0 |
| 18 | | Prior Period Adjustment (s) | 0 |
| 19 | | Miscellaneous Debits | 0 |
| 20 | | Total Debits | 0 |
| 21 | 234 | Total Partnership Capital—(at end of year) | 24,380,238 |

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| SCHEDULE 8A, RECONCILIATION OF PARTNERS' CAPITAL ACCOUNTS | | | | | | | |
|---|-----------------------------------|--------------|-----------------|-------------------|---|---|------------|
| Line No | | | | | | | Total |
| 1 | Name of Partner | GTE Mobilnet | Contel Cellular | AirTouch Cellular | | | |
| 2 | Percentage of Ownership Capital: | | | | | | |
| 3 | Beginning of Year | 51.00% | 39.00% | 10.00% | | | 100.00% |
| 4 | End of Year | 51.00% | 39.00% | 10.00% | | | 100.00% |
| 5 | Partner's Capital: | | | | | | |
| 6 | Balance Beginning of Year | 7,965,001 | 6,090,892 | 1,561,768 | 0 | 0 | 15,617,661 |
| 7 | Credits: | | | | | | 0 |
| 8 | Net Income | 1,422,225 | 1,087,584 | 278,868 | | | 2,788,677 |
| 9 | Capital Contributions During Year | 3,046,689 | 2,329,820 | 597,391 | | | 5,973,900 |
| 10 | Other Credits | 0 | 0 | 0 | | | 0 |
| 11 | Total Credits | 4,468,914 | 3,417,404 | 876,259 | 0 | 0 | 8,762,577 |
| 12 | Debits: | | | | | | |
| 13 | Net Losses | 0 | 0 | 0 | | | 0 |
| 14 | Withdrawals During Year | 0 | 0 | 0 | | | 0 |
| 15 | Other Debits | | | | | | 0 |
| 16 | Total Debits | 0 | 0 | 0 | 0 | 0 | 0 |
| 17 | Balance End of Year | 12,433,915 | 9,508,296 | 2,438,027 | 0 | 0 | 24,380,238 |
| | | | | | | | |

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Schedule 9, Analysis of Operating Expenses

For those expense accounts where subaccounts are not maintained for Retail Operations, the method of allocation shall be explained in the footnotes to this schedule.

| Line No. | Account No. | Description | Wholesale Operations | Retail Operations | Total |
|----------|--------------------|---|----------------------|-------------------|------------|
| 1 | 610 | Cellular Maintenance Expense | 1,033,916 | 0 | 1,033,916 |
| 2 | 613,615, 616 | Depreciation and Amortization Expense | 2,120,674 | 48,854 | 2,169,528 |
| 3 | 619 | Telecommunications – Direct Operating Expense | 410,783 | xxxxxxx | 410,783 |
| 4 | 621, 623, 625 | Customer Accounts and Sales Expense | 2,433,998 | 3,009,317 | 5,443,315 |
| 5 | 617, 635, 637 | Other Operating Expense | 997,017 | 52,334 | 1,049,351 |
| 6 | 627, 631, 633, 639 | General And Administrative Expense | 2,643,462 | 417,235 | 3,060,697 |
| 7 | 641 | Gain or Loss on Retirement or Sale of Cellular Plant | 0 | 0 | 0 |
| 8 | 643 | Operating Expense Charged to Constr – Cr. | 0 | 0 | 0 |
| 9 | | Charges by wholesalers for numbers and other services | xxxxxxx | 8,740,676 | 8,740,676 |
| 10 | | Total Operating Expense | 9,639,850 | 12,268,416 | 21,908,266 |
| | | | | | |

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Schedule 10, Analysis of Cellular Communication Plant Accounts

| Line No. | Account No. | Account Title | Balance at beginning of Year | Additions During Year | Retirements During Year | Transfers and Adjustments | Balance at end of year |
|----------|-------------|--|------------------------------|-----------------------|-------------------------|---------------------------|------------------------|
| 1 | 300 | Land | 441,493 | 884,339 | | | 1,325,832 |
| 2 | 302 | Buildings | 3,337,531 | 1,241,266 | | | 4,578,797 |
| 3 | 304 | Leasehold Improvements | 1,264,829 | 436,808 | | | 1,701,637 |
| 4 | 305 | Antennae | 139,300 | 156,169 | | | 295,469 |
| 5 | 306 | Power Equipment | 659,777 | 275,770 | | | 935,547 |
| 6 | 307 | Switching Equipment | 836,338 | 734,233 | | | 1,570,571 |
| 7 | 308 | Base Site Controller | 6,851,845 | 2,393,640 | | | 9,245,485 |
| 8 | 309 | Towers | 640,607 | 102,227 | | | 742,834 |
| 9 | 310 | Radio Frequency Channel Equipment | 1,638,671 | 494,567 | | | 2,133,238 |
| 10 | 312 | Transmission | 2,251,145 | 709,064 | | | 2,960,209 |
| 11 | 314 | Vehicles | | | | | 0 |
| 12 | 316 | Tools and Work Equipment | 54,026 | 111,788 | | | 165,814 |
| 13 | 318 | Office Furniture and Equipment | 766,680 | (178,659) | | | 588,021 |
| | | Other | 279,414 | 340,641 | | | 620,055 |
| 14 | 122 | Cellular Communications Plant in Service | 19,161,656 | 7,701,853 | 0 | 0 | 26,863,509 |
| 15 | 123 | Cellular Communications Plant under Construction | 3,994,543 | 459,875 | | | 4,454,418 |
| 16 | 124 | Cellular Communications Property Held for Future Use | | | | | |
| 17 | 125 | Cellular Communications Plant Acquisition Adjustment | | | | | |
| 18 | | Total Cellular Communications Plant | 23,156,199 | 8,161,728 | 0 | 0 | 31,317,927 |

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SCHEDULE 11, ANALYSIS OF DEFERRED CHARGES AND CREDITS

List hereunder the major items comprising the balance at the end of the year on Line 13, Page 7 and Line 13, Page 8. Show the account titles, the nature of the items, and the amount.

| Deferred Charges | Amount | Other Deferred Credits | Amount |
|------------------|--------|---------------------------------------|---------|
| None | | Accrued Other Postretirement Benefits | 219,265 |
| | 0 | | 219,265 |

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SCHEDULE 12, LONG-TERM DEBT (Account 225)

Show the particulars concerning any indebtedness having a specified term of more than one year
and which was outstanding at any time during the year.

| Line No. | Designation of Debt | Date of Maturity | Date of Obligation | Regulatory Authorization No. | Interest Rate | Original Amount of Debt | Unpaid Balance At end of Year | Interest During Year |
|----------|---------------------|------------------|--------------------|------------------------------|---------------|-------------------------|-------------------------------|----------------------|
| | (a) | (b) | (c) | (d) | (e) | (f) | (g) | (h) |
| 1 | None | | | | | | | |
| 2 | | | | | | | | |
| 3 | | | | | | | | |
| 4 | | | | | | | | |
| 5 | | | | | | | | |
| 6 | | | | | | | | |
| 7 | | | | | | | | |
| 8 | | | | | | | | |
| 9 | | | | | | | | |
| 10 | | | | | | | | |
| 11 | | | | | | | | |
| 12 | | | | | | | | |
| 13 | | | | | | | | |
| 14 | | | | | | | | |
| 15 | | | | | | | | |
| 16 | | | | | | | | |

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SCHEDULE 13, CAPITAL STOCKS AND DIVIDENDS

Show the particulars called for concerning the several classes and issues of capital stocks of the respondents as of the end of the year. Indicate, in Column (d) whether issue is par or no par stock.

| Line No. | Class of Stock | Date of Issue | Number of Shares Authorized By Articles of Incorporation | Stock Outstanding | | | Dividends Declared during Year | |
|----------|----------------|---------------|--|---------------------|---------------|-----------|--------------------------------|--------|
| | | | | Par or Stated Value | No. of Shares | Amount \$ | Rate | Amount |
| | (a) | (b) | (c) | (d) | (e) | (f) | (g) | (h) |
| 1 | None | | | | | | | |
| 2 | | | | | | | | |
| 3 | | | | | | | | |
| 4 | | | | | | | | |
| 5 | | | | | | | | |
| 6 | | | | | | | | |
| 7 | | | | | | | | |
| 8 | | | | | | | | |
| 9 | | | | | | | | |
| 10 | | | | | | | | |
| 11 | | | | | | | | |
| 12 | | | | | | | | |
| 13 | | | | | | | | |
| 14 | | | | | | | xxxx | |

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SCHEDULE 14 VERIFICATION

Before signing, please check to see that all schedules have been completed
(See General Instructions No. 4)

I, the undersigned Ronald R. Grawert
(Officer, Partner or Owner)

of GTE Mobilnet of Santa Barbara Limited Partnership
Name of Utility

under penalty of perjury do declare that this report has been prepared by me;
or under my direction, from the books, papers and records of the respondent;
that I have carefully examined the same, and declare the same to be a
complete and correct statement of the business and affairs of the above-named
respondent and the operations of its property for the period from and including
January 1, 1994, to and including December 31, 1994.

Signed Ronald R. Grawert
Title President
Date 3/22/95

3/22/95

Sue M. Drapnell
Notary Public

Notary Public, Cobb County, Georgia
My Commission Expires May 16, 1995

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Schedule 1, Question 6

GTE Mobilnet Incorporated is a wholly-owned subsidiary of GTE Corporation, a publicly held New York Corporation. GTE Mobilnet Incorporated is a general and limited partner of GTE Mobilnet of Santa Barbara Limited Partnership, a public utility.

Contel Cellular Incorporated, a limited partner of GTE Mobilnet of Santa Barbara Limited Partnership, is a wholly-owned subsidiary of GTE corporation, a publicly held New York corporation.

PacTel Cellular, a limited partner of GTE Mobilnet of Santa Barbara Limited Partnership, and a public utility, is a wholly-owned subsidiary of Pacific Telesis Group, a publicly held corporation.

The following lists the Directors and Officers of GTE Mobilnet Incorporated,
the general partner of GTE Mobilnet of Santa Barbara Limited Partnership.

| <u>Name</u> | <u>Title(s)</u> | <u>Address</u> |
|-------------------|--|---|
| <u>Directors</u> | | |
| Bruce Carswell | Director | One Stamford Forum Stamford, CT 06904 |
| Marianne Drost | Secretary Director | One Stamford Forum Stamford, CT 06904 |
| Ronald R. Grawert | President Director | 245 Perimeter Center Pkwy. Atlanta, GA 30346 |
| J. Michael Kelly | Director | One Stamford Forum Stamford, CT 06904 |
| <u>Officers</u> | | |
| Ronald R. Grawert | President | 245 Perimeter Center Pkwy. Atlanta, GA 30346 |
| M. Keith VanDuzer | V.P. Human Resources & Administration | 245 Perimeter Center Pkwy. Atlanta, GA 30346 |
| Martin C. Hoppe | V.P. Finance & Business Planning | 245 Perimeter Center Pkwy. Atlanta, GA 30346 |
| John P. Z. Kent | V.P. Taxes | One Stamford Forum Stamford, CT 06904 |
| Gary E. Fleming | V.P./General Manager Midwest Region | 6060 Rockside Woods Blvd. Independence, OH 44131 |
| James A. LaBelle | V.P./General Manager Florida Region | 5110 Eisenhower Blvd, Suite 300 Tampa, FL 33634 |
| Jon E. Slater | V.P. /General Manager Texas Region | 100 Glenborough, Suite 101 Houston, TX 77067 |
| Karen A. Puckett | V.P./General Manager Southeast & Pacific Region | 1100 Perimeter Park Dr. Morrisville, NC 27560 |
| Ben Karhnoff | V.P./General Manager California | 4410 Rosewood Dr. Pleasanton, California 94588 |

| | | |
|---------------------|---|--|
| Kurt May | Area V.P. Northwest Network Operations | 15575 SW Sequoia Parkway, Suite 150 Portland, Oregon 97224 |
| Anita Seyer | Area V.P. Hawaii | 733 Bishop Street, 19th floor, Suite 190 Honolulu, Hawaii 96812 |
| Stuart D. Heffernan | Vice President— Network Operations | 245 Perimeter Center Pkwy. Atlanta, GA 30346 |
| Monica Chubbs | Vice Persident— Marketing | 245 Perimeter Center Pkwy. Atlanta, GA 30346 |
| Vacant | Controller | 245 Perimeter Center Pkwy. Atlanta, GA 30346 |
| Marianne Drost | Secretary | One Stamford Forum Stamford, CT 06904 |
| James Murphy | Treasurer | One Stamford Forum Stamford, CT 06904 |
| Jan L. Deur | Ass't Treasurer | One Stamford Forum Stamford, CT 06904 |
| Philip L. Forbes | Ass't Secretary | 245 Perimeter Center Pkwy. Atlanta, GA 30346 |
| Janet K. Brzoska | Ass't Secretary | One Stamford Forum |

McCAW CALIFORNIA MARKETS -- EARNINGS V. INVESTMENT -- 1988 THROUGH 1994

| | <u>1988</u> | <u>1989</u> | <u>1990</u> | <u>1991</u> | <u>1992</u> | <u>1993</u> | <u>1994</u> | <u>Total</u> |
|----------------------|-------------|-------------|-------------|-------------|-------------|-------------|-------------|--------------|
| <u>Fresno</u> | | | | | | | | |
| Income (Loss) | (1,048,526) | (1,970,183) | 1,928,233 | 6,047,397 | 10,240,364 | 11,487,712 | 14,982,660 | 42,716,183 |
| Capital additions | 1,732,417 | 3,422,900 | 4,626,033 | 8,689,390 | 9,362,870 | 8,388,138 | 11,781,106 | 46,270,437 |
| <u>Redding</u> | | | | | | | | |
| Income (Loss) | (3,542) | (337,660) | (315,460) | (991,633) | (558,386) | 205,369 | 931,284 | (1,066,486) |
| Capital additions | 437,541 | 504,605 | 696,386 | 1,633,806 | 946,811 | 1,804,788 | 3,667,056 | 9,253,452 |
| <u>Sacramento</u> | | | | | | | | |
| Income (Loss) | (3,587,414) | 1,358,623 | 9,129,585 | 11,916,808 | 15,985,954 | 18,905,135 | 32,304,321 | 89,600,426 |
| Capital additions | 12,145,403 | 11,273,131 | 14,914,224 | 21,027,496 | 8,286,833 | 14,682,224 | 8,582,951 | 78,766,859 |
| <u>Santa Barbara</u> | | | | | | | | |
| Income (Loss) | N/A | (2,147,471) | (1,141,082) | (1,241,133) | (2,254,754) | 226,298 | (173,772) | (6,731,914) |
| Capital additions | N/A | 587,912 | 2,915,535 | 2,519,910 | 2,375,335 | 5,275,915 | 4,394,628 | 18,069,235 |
| <u>Stockton</u> | | | | | | | | |
| Income (Loss) | (1,459,813) | (282,579) | 3,618,361 | 6,432,984 | 9,697,107 | 12,838,882 | 17,146,905 | 49,451,660 |
| Capital additions | 1,834,241 | 2,239,503 | 6,360,360 | 14,077,556 | 3,044,283 | 6,306,548 | 9,743,436 | 41,771,686 |
| <u>Ventura</u> | | | | | | | | |
| Income (Loss) | (556,588) | 547,340 | 2,784,461 | 3,704,052 | 4,206,930 | 5,245,083 | 6,935,355 | 23,423,221 |
| Capital additions | 139,855 | 2,091,563 | 1,970,802 | 6,057,822 | 2,077,470 | 2,794,320 | 5,719,438 | 20,711,415 |

**CELLULAR COMMUNICATIONS LICENSEES
(WHOLESALEERS)**

ANNUAL REPORT

OF

SACRAMENTO CELLULAR TELEPHONE CO.

1750 Howe Avenue, Suite 102

Sacramento, California 95825

TO THE

PUBLIC UTILITIES COMMISSION

STATE OF CALIFORNIA

FOR THE

YEAR ENDED DECEMBER 31, 1994

**Name, title, address, and telephone number (including area code)
of the person to be contacted concerning this report:**

**J. Walter Hyer III, Regional General Counsel
McCaw Cellular Communications, Inc.
1750 Howe Avenue, Third Floor
Sacramento, California 95825
(916) 648-8100**

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Schedules which are not applicable to the licensee shall be indicated in Column (d) by inserting the symbol "N" opposite such schedule.

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| | | <u>GENERAL INFORMATION</u> | | |
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| 5 | 4 | Voting Powers and Controls | 4 | N |
| 6 | 5 | Significant Changes During the Year | 5 | |
| | | <u>FINANCIAL AND ACCOUNTING DATA</u> | | |
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| 8 | 6 | Comparative Balance Sheet | 7-8 | |
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| 12 | 8a | Reconciliation of Partners' Capital | 13 | |
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| 14 | 10 | Analysis of Cellular Communications Plant Account | 15 | |
| 15 | 11 | Analysis of Deferred Charges and Credits | 16 | |
| 16 | 12 | Long-Term Debt (Account 225) | 17 | N |
| 17 | 13 | Capital Stocks and Dividends | 18 | N |
| | | <u>MISCELLANEOUS</u> | | |
| 18 | 14 | Verification | 19 | |

GENERAL INSTRUCTIONS

1. The word licensee in the following inquiries means the corporation, association, partnership, or person in whose behalf the report is made.
2. One completed copy of this report (two copies if three received) must be filed NOT LATER THAN MARCH 31, following the year covered by the report, with:

**CALIFORNIA PUBLIC UTILITIES COMMISSION
STATE BUILDING, CIVIC CENTER
SAN FRANCISCO, CALIFORNIA 94102**
3. Failure to file this report on time will subject a public utility to the penalties and sanctions provided by the Public Utilities Code.
4. The Oath, on the last page, must be signed by an officer, partner, or owner, not by a public accountant.
5. The report must be prepared in ink or by the use of a typewriter.
6. Every schedule must be filled in and every question answered. LEAVE NO SCHEDULE BLANK. Insert the words "none" or "not applicable (n/a)" when appropriate.
7. Certain balance sheet and income statement accounts refer to supplemental schedules. The totals of the details in the latter must agree with the balances of the accounts to which they refer.
8. Some schedules provide for a "balance at beginning of year." The amount shown should agree with the "balance at end of year" as shown in the report for the previous year. If there is a difference, it should be explained by a footnote.
9. Items of a reverse or contrary character shall be enclosed in parentheses.
10. Throughout the report, money items shall be shown in units of dollars.
11. When there is insufficient space in a schedule to permit a complete statement of the requested information, insert sheets should be prepared and identified by the number of the schedule to which they refer. Be certain that the inserts are securely attached to the report.
12. This report must cover a calendar year, from January 1 through December 31. Fiscal year reports will not be accepted.

Annual Report of Sacramento Cellular Telephone Co.

Year Ended December 31, 1994

SCHEDULE 1, GENERAL INFORMATION

1. Name and title of officer having custody of the general books of account and address of the office where such books are kept.

Maggie Wilderotter, Regional President
McCaw Cellular Communications, Inc.
1750 Howe Avenue, Third Floor
Sacramento, California 95825

2. Type of organization of the licensee (corporation, partnership, proprietor, etc.)

Partnership

3. General description of territory served by the licensee.

Sacramento and Yuba City Metropolitan Areas, including El Dorado, Placer, Sacramento, Sutter, Yolo and Yuba counties.

4. Date when cellular communications operations were begun.

October 31, 1987

5. If incorporated specify:
- (a) Date of filing articles of incorporation with Secretary of State: **N/A**
 - (b) State in which incorporated: **N/A**
 - (c) Commission Decision Number granting Operating Authority: **N/A** Date: **N/A**

6. List all affiliated companies and their relationship to the licensee. If licensee is a partnership, provide this information for each partner. Use a separate page, if needed.

State whether the affiliate is a:

- (a) regulated public utility
- (b) publicly held corporation

See Attachment A

Annual Report of Sacramento Cellular Telephone Co.

Year ended December 31, 1994

SCHEDULE 2, DIRECTORS, PROPRIETORS, PARTNERS

| Line | Name of director or proprietor. (For partnerships, identify each partner, identify which are general or limited partners, and show each partner's percent of interest in the licensee.) | Office Address (including Street and No.) | Term began | Term expires |
|------|---|---|------------|--------------|
| | (a) | (b) | (c) | (d) |
| 1 | ACC/McCaw Cellular of Sacramento | | | |
| 2 | Joint Venture: | | | |
| 3 | | | | |
| 4 | McCaw Communications | 1750 Howe Avenue | N/A | N/A |
| 5 | of Sacramento, Inc. (50%) | Third Floor | | |
| 6 | | Sacramento, CA 95825 | | |
| 7 | | | | |
| 8 | Affiliated Cellular | same | N/A | N/A |
| 9 | of Sacramento, Inc. (50%) | | | |
| 10 | | | | |
| 11 | | | | |
| 12 | | | | |
| 13 | | | | |
| 14 | | | | |

SCHEDULE 3, PRINCIPAL OFFICERS

(For corporations, show the data requested; for other forms of business organizations, show names of individuals holding comparable positions.)

| Line No. | Title of Office | Name of Person Holding Office at End of Year | Address |
|----------|-------------------------|--|---|
| | (a) | (b) | (c) |
| 1 | President | James L. Barksdale | 5400 Carillon Point Kirkland, WA 98033 |
| 2 | Vice President | Maggie Wilderotter * | 1750 Howe Ave., Third Floor Sacramento, CA 95825 |
| 3 | Secretary | Mark Hamilton | 5400 Carillon Point Kirkland, WA 98033 |
| 4 | Treasurer | Donald Guthrie | 5400 Carillon Point Kirkland, WA 98033 |
| 5 | Controller (if officer) | | |

* SVP responsible for operations of Sacramento Cellular Telephone Co.

Annual Report of Sacramento Cellular Telephone Co.

Year ended December 31, 1994

SCHEDULE 4, VOTING POWERS AND CONTROLS

1. Name of each of the stockholders at the end of the year who held 5 percent or more of the voting capital stock of the licensee.
2. State the total number of stockholders at the end of the year holding (a) common stock N/A and (b) preferred stock N/A

| | | | Number of Shares Held | |
|----------|----------|-------------|-----------------------|---------------|
| Line No. | Name (a) | Address (b) | Common (c) | Preferred (d) |
| 1 | N/A | | | |
| 2 | | | | |
| 3 | | | | |
| 4 | | | | |
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